

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 12/10/2002
		Hearing Date: 3/17/2002 @ 12:00 p.m.

**SUMMARY OF THE FIRST INTERIM QUARTERLY APPLICATION OF
RICHARDSON PATRICK WETSBROOK & BRICKMAN, LLC FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI LEAD SPECIAL COUNSEL FOR THE INTERIM PERIOD FROM
JULY 1, 2002 THROUGH SEPTEMBER 30, 2002**

Name of Applicant:	Richardson Patrick Westbrook & Brickman, LLC
Authorized to Provide Professional Services to:	Zonolite Attic Insulation Claimants
Date of Appointment:	Appointment Order effective As of July 22, 2002
Period for which compensation and Reimbursement is sought:	July 1, 2002 through September 30, 2002
Amount of Compensation sought as actual, Reasonable, and necessary:	\$ 170,069.50
Amount of Expenses Reimbursement:	\$ 44,005.38
This is a: <u> </u> monthly <u> X </u> quarterly application	
Prior Application filed: No. (This is the First Interim Quarterly Application. A prior monthly application has been filed as set forth below.)	

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
October 31, 2002	7/22/02 – 9/30/02	\$170,069.50	\$44,005.38	Pending	Pending

The objection deadline for the RPWB Monthly Application for fees and expenses incurred from July 22, 2002 through September 30, 2002 has not yet passed.

The Richardson Patrick Westbrook & Brickman attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Edward J. Westbrook	Partner	25	Litigation	\$650	112.4	\$71,760.00
Robert M. Turkewitz	Partner	17	Litigation	\$400	144.3	\$53,660.00
Robert S. Wood	Associate	3	Litigation	\$240	12.3	\$2,952.00
TOTALS					269.0	\$128,372.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
Kim Carr	Paralegal	13	Litigation	\$125	78.5	\$8,375.00
Janet Bakst*	Paralegal	10	Litigation	\$125	178.5	\$20,812.50
Lizzie Kerrison	Paralegal	17	Litigation	\$125	32.4	\$4,050
Kim Garcia	Lit. Support	8	Litigation	\$75	2.5	\$187.50
Linda Hambleton	Lit. Support	2	Litigation	\$75	122.3	\$8,272.50
TOTALS					414.2	\$41,697.50

* Mrs. Bakst is a licensed attorney who has not yet taken the South Carolina Bar exam and is accordingly working as a senior paralegal and being billed as such.

Compensation by Project Category

Category	Total Hours	Total Fees
14-Hearings	9.0	\$5,225.00
20-Travel-Non-working	91.5	\$8,437.50
22-ZAI Science Trial	582.7	\$156,407.00
TOTALS	683.2	\$170,069.50

ZAI Science Trial Expenses (Category 23)

Description	Amount
Telephone Expense	\$56.80
Postage Expense	\$52.23
Telephone Expense – Outside	
Duplicating / Printing	
Documentation Charge	
Courier Service	
Outside Duplicating	13,551.36
Lodging	\$6,883.71
Transportation	\$191.51
Air Travel Expense	\$12,267.13
Rail Travel Expense	
Taxi Expense	\$329.75
Mileage Expense	\$65.71
Travel Meals	\$1,335.92
General Expense (Document Scanning)	
Parking	\$93.00
Expert Services	\$9,139.01
Books/Videos	\$39.25
Total	\$44,005.38

Dated: Wilmington, Delaware
November 14, 2002

ELZUFON, AUSTIN, REARDON, TARLOV
& MONDELL, PA

/s/ William D. Sullivan

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**FIRST INTERIM QUARTERLY APPLICATION OF RICHARDSON PATRICK
WESTBROOK & BRICKMAN FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS ZAI LEAD SPECIAL COUNSEL FOR
THE INTERIM PERIOD FROM JULY 1, 2002 THROUGH
SEPTEMBER 30, 2002**

Pursuant to Sections 327, 330 and 331 of Title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Appointment Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Interim Compensation Order”), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Amended Interim Compensation Order” and collectively with the Interim Compensation Order, the “Compensation Order”) and Del.Bankr.LR 2016-2, the law firm of Richardson Patrick Westbrook & Brickman (“Applicant” or “RPWB”), ZAI Lead Special Counsel, hereby applies for an order allowing it: (i) compensation in the amount of \$170,069.50 for the reasonable and necessary legal services RPWB has rendered; and (ii) reimbursement for the actual and necessary expenses RPWB has incurred in the amount of \$ 44,005.38 (the “First Interim Quarterly Fee Application”), for the interim

quarterly period from July 1, 2002 through September 30, 2002 (the “Fee Period”). In support of this Application, RPWB respectfully states as follows:

Background

Retention of RPWB

1. On April 2, 2001 (The “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By this Court’s order effective as of July 22, 2002, RPWB was appointed as ZAI Lead Special Counsel to prosecute the ZAI “Science Trial” issues on behalf of the ZAI Claimants’ position against Debtors’ position (the “Appointment Order”). The Appointment Order authorizes a total budget for ZAI Counsel of \$1.5 million in fees and \$500,000 in expenses for prosecuting the Science Trial, against which RPWB may be compensated for legal services at its hourly rates as specified to the Court, and for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court¹. On May 3, 2001, this Court entered

¹ The rates billed by RPWB are within the range of rates previously identified to the Court. The rates of the two principal RPWB partners involved here, Edward J. Westbrook (\$650) and Robert M. Turkewitz (\$400) were provided in the June 7, 2002 filing, “The Official Committee of Asbestos Property Damage Claimants’ Response and Motion Pursuant to Section 503 of the Bankruptcy Code to Retain Special Counsel For the Purpose of Defending Objections to Zonolite Attic Insulation Proofs of Claim” (at 6-7). Other RPWB lawyers and professionals are being billed at rates commensurate with their experience and in the same range as other firms are billing in this bankruptcy (i.e. \$150-\$340 for associates and \$75 to \$125 for paralegals).

the Interim Compensation Order and entered the Amended Interim Compensation Order on April 17, 2002.

Monthly Interim Fee Applications Covered Herein

3. Pursuant to the procedures set forth in the Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”) subject to any objections lodged by the Notice Parties, as defined in the Compensation Order. If no objection is filed to a Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Compensation Order, professionals are to file and serve upon the notice parties a quarterly request (a “Quarterly Fee Application”) for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional’s final fee application.

5. This is the First Interim Quarterly Fee Application that RPWB has filed with the Bankruptcy Court in connection with these Chapter 11 Cases.

6. RPWB has filed the following Monthly Fee Applications for interim compensation during this Fee Period:

7. Application of Richardson, Patrick, Westbrook & Brickman, LLC for Compensation for Services and Reimbursement of Expenses as ZAI Special Lead Counsel for the Interim Period from July 1, 2002 through September 30, 2002 filed October 31, 2002, (the “July – September Fee Application” or “Application”) attached hereto as Exhibit A.² The Verification of Edward J. Westbrook, Esq., in support of the July-September Fee Application is attached hereto as Exhibit B.

8. The period for objecting to the fees and expense reimbursement requested in the July – September Fee Application has not yet expired.

9. During the Fee Period, RPWB has prepared for the ZAI Science Trial as detailed in the Application.

Requested Relief

10. By this First Interim Quarterly Fee Application, RPWB requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by RPWB for the Fee Period as detailed in the Application, less any amounts previously paid to RPWB pursuant to the Application and the procedures set forth in the Compensation Order. The full scope of services provided and the related expenses incurred are fully described in the Application, which is attached hereto as Exhibit A.

² As discussed above, this is the first and only monthly fee application filed by RPWB, which just entered these proceedings as a compensated professional as of July 22, 2002.

11. With In addition, RPWB may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases.

Representations

12. RPWB believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

13. RPWB performed the services for which it is seeking compensation under its Court Appointment effective as of July 22, 2002.

14. During the Fee Period, RPWB has received no payment, nor has it received any promises for payment, from any other source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

15. Pursuant to Fed. R. Bank. P. 2016(b), RPWB has not shared, nor has it agreed to share: (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of RPWB; or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

16. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. RPWB reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, RPWB respectfully requests that the Court enter an order providing: (a) that for the Fee Period an administrative allowance be made to RPWB in

the sum of (i) \$170,069.50 as compensation for reasonable and necessary professional services, and (ii) \$ 44,005.38 for reimbursement of actual and necessary costs and expenses incurred (for a total of \$214,074.88); (b) that the Debtors be authorized and directed to pay to RPWB the outstanding amount of such sums less any sums previously paid to RPWB pursuant to the Application and the procedures set forth in the Compensation Order; and (c) that this Court grant such further relief as is equitable and just.

Dated: Wilmington, Delaware
November 15, 2002

ELZUFON, AUSTIN, REARDON, TARLOV
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